



Dated: February 28, 2008 09:18:15

The following is ORDERED:

Richard L. Bohanon
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF OKLAHOMA

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In re

AMS HEALTH SCIENCES, INC.,

Case No. 07-14678

Chapter 11

Debtor.

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**ORDER AUTHORIZING EMPLOYMENT AND
RETENTION OF ARENT FOX LLP AS ATTORNEYS AND
HOLBROOK & TOFFOLI AS LOCAL COUNSEL
FOR THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS *NUNC PRO TUNC* TO FEBRUARY 6, 2008**

Upon the application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") of AMS Health Sciences, Inc. (the "Debtor"), for entry of an order authorizing the employment and retention of Arent Fox LLP ("Arent Fox") as attorneys, and Holbrook & Toffoli as local counsel to the Committee pursuant to Sections 327, 328, 504 and 1103(a) of Title 11 of the United States Code §§ 101 *et seq.* (the "Bankruptcy Code") and Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") 2014 and 2016; and upon the Declarations of Andrew I. Silfen and Mark B. Toffoli in support thereof; and it appearing that Arent Fox and Holbrook & Toffoli represent no interest adverse to the estate, the Committee or

creditors herein with respect to the matters for which Arent Fox and Holbrook & Toffoli are to be engaged. that Arent Fox and Holbrook & Toffoli being a disinterested person as that term is defined in Section 101(14) of the Bankruptcy Code, and the employment and retention of Arent Fox and Holbrook & Toffoli being necessary and in the best interests of the estate, and good and adequate notice of the Application having been given, and after due deliberation and sufficient cause appearing therefore, it is hereby

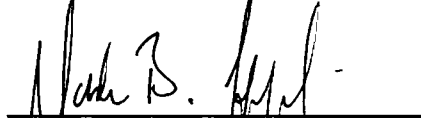
ORDERED, that the Committee is hereby authorized and empowered to employ and retain Arent Fox, as its counsel, and Holbrook & Toffoli as its local counsel, effective *nunc pro tunc* to February 6, 2008, on the terms and conditions set forth in the Application; and it is further

ORDERED, that compensation and reimbursement of expenses to be paid to Arent Fox and Holbrook & Toffoli shall be paid as an administrative expense of the estate in such amounts as shall be determined upon appropriate application to the Court pursuant to Sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the United States Trustee Guidelines for fees and all orders and such other procedures as may be fixed by this Court.

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Approved for entry:

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*Proposed Counsel for Official Committee
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Sciences, Inc*

s/ Charles E. Snyder

Charles E. Snyder OBA #8411

Office of U. S. Trustee